Rule 3.19A.2

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	**PHOENIX COPPER LIMITED**
ABN	**67 127 446 271**

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Peter James Watson
Date of last notice	11 February 2013

Part 1 - Change of director's relevant interests in securities
In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct & Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	The registered holder is Mr Peter James Watson & Ms Judith Watson <Super Fund A/C>
Date of change	30 June 2013
No. of securities held prior to change	(a) 7,998,000 fully paid ordinary shares, of which 998,000 are held directly by Mr Peter James Watson and the remainder indirectly by Mr Peter James Watson & Ms Judith Watson <Super Fund A/C>. (b) 600,000 unquoted options held by Mr Peter James Watson & Ms Judith Watson <Super Fund A/C>, exercisable at $0.15 each and expiring 30 June 2013.

+ See chapter 19 for defined terms.

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Class	(a) Fully paid ordinary shares (b) Unquoted options exercisable at $0.15 per share, expiring 30 June 2013
Number acquired	Nil
Number disposed	(a) Nil (b) 600,000
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change	7,998,000 fully paid ordinary shares, of which 998,000 are held directly by Mr Peter James Watson and the remainder indirectly by Mr Peter James Watson & Ms Judith Watson <Super Fund A/C>.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	600,000 options, exercisable at $0.15 each, expired unexercised on 30 June 2013.

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Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

+ See chapter 19 for defined terms.